

RECORDATION NO.

24592-A FILED

SEP 17 '03

1-50 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 17, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #2 to Full Service Master Lease Agreement, dated as of July 31, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement which is being filed with the Board under Recordation Number 24592-A

The names and addresses of the parties to the enclosed document are:

| | |
|---------|--|
| Lessor: | Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062 |
| Lessee: | MHF-LS Equipment, Inc. 800 Cranberry Woods Drive Suite 450 Cranberry Township, Pennsylvania 16066 |

Mr. Vernon A. Williams
September 17, 2003
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A description of the railroad equipment covered by the enclosed document is:

Thirty (30) 100-ton flat bottom gondola cars: MWCX 100289 – MWCX 100318.

A short summary of the document to appear in the index is:

Memorandum of Schedule #2 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

MHF-LS EQUIPMENT, INC.

as Lessee

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of July 31, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MHF-LS, EQUIPMENT, INC., a Pennsylvania Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated July 31, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of July 31, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

MHF-LS EQUIPMENT, INC.

By: 

Name: Mark C. DeFratte

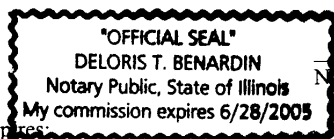
Title: Director of Operations

STATE OF ILLINOIS, County OF Madison, TO WIT:

On this 26 day of August, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on August 26, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:



Deloris T. Benardin
Notary Public

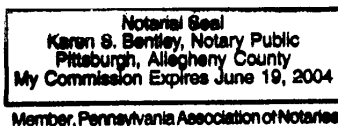
STATE OF Pennsylvania, CITY OF Pittsburgh, TO WIT:

On this 8th day of August, 2003 before me appeared, Mark C. DeFette, to me personally known, who being by me duly sworn, says that he is a Director of Operations of MHF-LS EQUIPMENT, INC., a Pennsylvania Corporation, that said instrument was signed and sealed on August 8, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires: 6/19/04

Karen S. Bentley
Notary Public



DESCRIPTION OF RAILCARS

Thirty (30) Ortner-built, 4000 c.f., 100-ton flat bottom gondolas with 263,000 lb GRL; AAR Car Type Code J301 with the reporting following marks:

MWCX 100289 -- 100318, inclusive